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BRETT A. AXELROD, ESQ.  
Nevada Bar No. 5859  
JEANETTE E. MCPHERSON, ESQ.  
Nevada Bar No. 5423  
NICHOLAS A. KOFFROTH, ESQ.  
Nevada Bar No. 16264  
ZACHARY T. WILLIAMS, ESQ.  
Nevada Bar No. 16023  
**FOX ROTHSCHILD LLP**  
1980 Festival Plaza Drive, Suite 700  
Las Vegas, Nevada 89135  
Telephone: (702) 262-6899  
Facsimile: (702) 597-5503  
Email: baxelrod@foxrothschild.com  
jmcpherson@foxrothschild.com  
nkoffroth@foxrothschild.com  
zwilliams@foxrothschild.com  
*[Proposed] Counsel for Debtor*

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,  
dba COIN CLOUD

Debtor.

Case No. BK-23-10423-MKN

Chapter 11

**DECLARATION OF CHRISTOPHER  
ANDREW MCALARY IN SUPPORT OF  
DEBTOR'S MOTION FOR ENTRY OF  
ORDER APPROVING REJECTION OF  
EXECUTORY CONTRACT WITH B.  
RILEY SECURITIES, INC. PURSUANT  
TO 11 U.S.C. § 365(a)**

Hearing Date: March 15, 2023

Hearing Time: 9:30 a.m.

I, Christopher Andrew McAlary, declare as follows:

1. I am the Chief Executive Officer ("CEO") of Cash Cloud, Inc. dba Coin Cloud (the "Debtor" or "Cash Cloud"), debtor and debtor in possession in the above captioned chapter 11 case (the "Chapter 11 Case").

2. Except as otherwise indicated herein, this Declaration is based upon my personal knowledge. I am over the age of 18 and am mentally competent. If called upon to testify, I would

1 testify competently to the facts set forth in this Declaration.

2 3. On February 7, 2023 (the “Petition Date”), the Debtor initiated its Chapter 11 Case by  
3 filing a voluntary petition for relief under chapter 11 of Title 11 of the United States Code (the  
4 “Bankruptcy Code”).

5 4. The Debtor intends to operate its business and manage its properties as debtor-in-  
6 possession under section 1107(a) and 1108 of the Bankruptcy Code.

7 5. I am advised by counsel that this Court has jurisdiction over this Chapter 11 Case  
8 pursuant to 28 U.S.C. §§ 157 and 1334 and venue is proper in this United States Bankruptcy Court  
9 for the District of Nevada pursuant to 28 U.S.C. §§ 1408 and 1409.

10 6. Prepetition, on or about September 21, 2022, the Debtor entered into an agreement  
11 with B. Riley Securities, Inc. (“B.Riley”). Under this agreement (the “B.Riley Agreement”), B.  
12 Riley was engaged to provide financial advisory services to the Debtor relating to a financing  
13 transaction, sale transaction, and/or a restructuring transaction. As part of this engagement, B.Riley  
14 agreed to provide ongoing strategic advice. In exchange, the Debtor was to provide financial  
15 information to B.Riley as requested, and was also obligated to compensate B.Riley under the terms  
16 of the B.Riley Agreement. In addition, under the B.Riley Agreement, the Debtor agreed to  
17 indemnify B.Riley and its officers, directors, members, etc. from liability. A true and correct copy  
18 of the B. Riley Agreement is attached to the Motion as **Exhibit 2**.

19 7. As CEO of the Debtor, I have determined, in my business judgment, that the B.Riley  
20 Agreement is financially burdensome to the estate and is not necessary for the Debtor’s operations  
21 or beneficial to the Debtor. I believe that rejection of the B.Riley Agreement is in the best interest of  
22 creditors.

23 I declare, under penalty of perjury of the laws of the United States of America, that the  
24 foregoing statements are true and correct to the best of information, knowledge and belief.

25 Executed this 10th day of February, 2023 in Las Vegas, Nevada.

26  
27 /s/Christopher Andrew McAlary  
Christopher Andrew McAlary  
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